

After recording return
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Spokane Co, WA

DECLARATION OF RESTRICTIVE COVENANTS RUNNING WITH THE LAND

Partnership
KNOW ALL MEN BY THESE PRESENTS that Lawton Converter, a ~~corporation~~ *partnership* duly organized and existing under the laws of the State of Washington and qualified to do business in the State of Washington, (hereinafter referred to as "Owner"), being the Owner in fee simple of that certain real property situated in the City of Spokane, County of Spokane, and State of Washington bounded, and described in Exhibit A (hereinafter referred to as the "Premises"), hereby declares and establishes the following restrictive covenants on the Premises.

The property that is the subject of this Declaration of Restrictive Covenants has been the subject of remedial action under Chapter 70.105D RCW. This Declaration of Restrictive Covenants is required by the Washington State Department of Ecology (hereinafter referred to as "Ecology") under Ecology's rule WAC 173-340-440 (1991 ed.).

These covenants are to run with the land and shall be binding upon the Owner and all persons who may later become the Owner or Owners of the Premises or any part thereof and all parties claiming under them in perpetuity, provided, however, that such covenants may be removed by an instrument in writing, recorded in the evidence of land records where the deed of the Premises is required to be recorded, and signed by the Owner (or the person or persons who are at the time of the instrument the Owner or Owners of the Premises) and also signed on behalf of the Ecology or such other agency of the State of Washington which at the time fulfills the functions of the Department of Ecology.

The Owner hereby declares and establishes these restrictive covenants in compliance with that certain Consent Decree #93206059-3, lodged on December 29, 1993 issued by Ecology with the consent of the General Electric Company ("GE"), the owner of property in the vicinity of the Premises (hereinafter referred to as the Consent Decree). The restrictive covenants declared and established herein shall be interpreted and construed so as to accomplish the goals of the Consent Decree.

The restrictive covenants hereby declared and established are as follows:

1. No person shall engage in any activities on the Premises that may interfere with the cleanup activities required to be performed by GE pursuant



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to the Consent Decree. Such activities shall include, without limitation, the following: staging for, preparation of, and implementation of cleanup actions, and operation, maintenance, monitoring or other measures necessary to assure the integrity of the cleanup action and continued protection to human health and the environment.

2. No person shall engage in any activities on the Premises that may result in the release of hazardous substances which were contained as part of the cleanup action.

3. The Owner of the Premises must give written notice to Ecology, or to a successor agency, of the Owner's intent to convey any interest in the Premises.

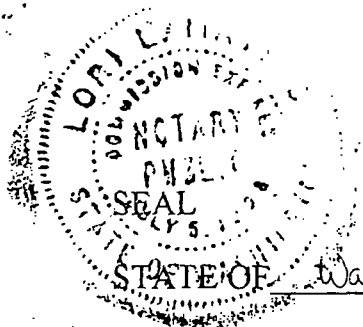
4. In the event that the Owner, any person or persons who may later own the Premises or any interest therein or any person claiming by, through or under them proposes to use the Premises in a manner which is inconsistent in any way with these restrictive covenants, such person may give written notice to Ecology of its proposal and may use the Premises as proposed if such proposal is approved in writing by Ecology.

5. Ecology and its designated representatives shall have the right to enter the Premises at reasonable times for the purposes of evaluating compliance with the cleanup action plan, including the right to take samples, inspect any remedial actions taken on the property, inspect records, and to observe compliance with these restrictive covenant provisions.

IN WITNESS WHEREOF, Owner has caused this instrument to be signed and sealed on its behalf by its officer thereunto duly authorized this 29th day of MAY, 1996.

LAWTON CONVERTER

By Gary Lawton
Name GARY LAWTON
Title Partner



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STATE OF Washington)
) ss.
COUNTY OF Spokane)

On this 29th day of May, 1996, before me personally appeared Gary Lawton, to me known to be the Partner of the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Lori L. Mathis
NOTARY PUBLIC in and for the State of
Washington, residing at Spokane
Lori L. Mathis
(Print Name)

My commission expires: July 5, 1998